

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

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In re	:	Chapter 9
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CITY OF DETROIT, MICHIGAN,	:	Case No. 13-53846
	:	
Debtor.	:	Hon. Steven W. Rhodes
	:	
	:	
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**OBJECTIONS OF BERKSHIRE HATHAWAY ASSURANCE
CORPORATION TO DEBTOR’S REQUESTS FOR PRODUCTION OF
DOCUMENTS**

Pursuant to F.R.Civ.P. 34, made applicable to this proceeding by Bankruptcy Rule 7030, and this Court’s order of April 2, 2014 (DE #3632), Berkshire Hathaway Assurance Corporation (“BHAC”), through its undersigned counsel, makes the following objections to the Debtor’s Requests For Production of Documents (the “Requests”).

GENERAL OBJECTIONS

The following General Objections are expressly incorporated into each of the responses set forth below. BHAC expressly reserves the right to revise, clarify, or otherwise supplement these General Objections, as necessary.

1. BHAC objects to the Requests to the extent they purport to impose obligations upon BHAC greater than or beyond the requirements of the Federal

Rules of Civil Procedure, the Federal Rules of Bankruptcy Procedure, the local rules of the Eastern District of Michigan, or any other applicable law or applicable order.

2. BHAC objects to the Requests to the extent they seek, both expressly and impliedly, documents or information that is exempt from discovery and protected from disclosure pursuant to the attorney-client privilege, the attorney work-product doctrine, or any other applicable privilege or protection.

3. BHAC objects to the Requests to the extent they are ambiguous, vague, overly broad or unduly burdensome in seeking documents or information that is not reasonably calculated to lead to the discovery of admissible evidence and would intrude upon BHAC's right to privacy and confidentiality, as well as the rights to privacy of other third parties whose information is implicated by the Requests.

4. BHAC objects to the Requests on the grounds they are overbroad, unduly burdensome and seek information that is not reasonably calculated to lead to the discovery of admissible evidence to the extent they seek documents that are not relevant to whether the Third Amended Plan for the Adjustment of Debts of the City of Detroit (Docket No. 4271) (and any supplements or amendments thereto) can or should be confirmed as respects bonds issued by the Detroit Water and Sewerage Department ("DWSD Bonds").

5. BHAC objects to the Requests to the extent they seek the disclosure of trade secret or other confidential research or commercial information developed and maintained by BHAC.

6. BHAC objects to the Requests to the extent they seek documents the production of which would be unjustified in light of the risks and burdens of any such production outweighing the potential value of such information in the determination of whether the Plan can or should be confirmed.

7. BHAC objects to the Requests to the extent they seek documents within specified time periods, including after the Petition Date, that are overly broad, unduly burdensome, or irrelevant.

8. BHAC objects to the Requests to the extent they seek documents that are publicly available, documents that the Debtor has provided or made available to BHAC, or documents that are otherwise publicly accessible or equally accessible to the Debtor as they are to BHAC.

9. BHAC objects to the Requests to the extent they seek information that is proprietary or confidential trade secret information, absent a court-ordered confidentiality order protecting such information.

OBJECTIONS TO “DEFINITIONS AND INSTRUCTIONS”

Without limiting the above General Objections, BHAC further objects to the following defined terms and instructions in the Requests as follows:

1. BHAC reiterates its continuing objection to each and every Definition and Instruction to the extent that they purport to impose obligations upon BHAC greater than or beyond the requirements of the Federal Rules of Civil Procedure, the Federal Rules of Bankruptcy Procedure, the local rules of the Eastern District of Michigan, or any other applicable law or applicable order.
2. BHAC objects to the definitions of “You” and “your” as overbroad, and will interpret them as referring to BHAC.
3. BHAC objects to the definition of “Plan” to the extent that Debtor has filed an amended plan, and will interpret all references to the “Plan” to refer to the Third Amended Plan for the Adjustment of Debts of the City of Detroit.
4. BHAC objects to the definition of “Document” insofar as and to the extent that it seeks to impose obligations on BHAC greater than or beyond the requirements of the Federal Rules of Civil Procedure, the Federal Rules of Bankruptcy Procedure, the local rules of the Eastern District of Michigan, or other applicable law or order. BHAC further objects to the definition of “Document” to the extent it encompasses any backup or recovery system.

5. BHAC objects to the definition of “Communication” insofar as it expressly requests production of oral communications that occurred in the past rather than the memorialization or recordings thereof.

6. BHAC objects to Definitions and Instructions No. 12 to the extent that it requires BHAC to retrieve documents that are not currently in its possession or custody. BHAC further objects to the burden imposed by Definitions and Instructions No. 12 as it would require the production of documents already in Debtor’s possession or otherwise readily accessible through public means.

7. BHAC objects to Definitions and Instructions No. 13 as unduly burdensome in light of the totality of the Requests. The Debtor has phrased the Requests so broadly that they would literally encompass every attorney-client communication and privileged work-product document generated in the course of the instant proceeding. As such, production of a privilege log would be unduly burdensome and unreasonable absent significant tailoring of the Requests by the Debtor. BHAC will identify the categories of documents it has withheld on the basis of privilege.

8. BHAC objects to Definitions and Instructions No. 14 as unduly burdensome.

DOCUMENT REQUESTS

1. All documents relating to any research, studies, or analysis conducted by, requested, reviewed, or received by you or on your behalf regarding the Plan, including but not limited to:

- a. Current and/or projected cash flows for the City of Detroit;
- b. Current and/or projected budgets for the City of Detroit;
- c. The City of Detroit's inability/ability to pay its debts when they become due;
- d. The City of Detroit's inability/ability to provide civic services;
- e. Current and/or projected tax collection rates (for wagering, property, and income) for the City of Detroit in the short term (*i.e.*, five years), medium term (*i.e.*, twenty years), and long term (*i.e.*, forty years);
- f. The Detroit Water and Sewer Department ("DWSD");
- g. The Detroit Institute of Arts ("DIA");
- h. The Public Lighting Authority of Detroit ("PLA"); and
- i. Reinvestment and restructuring initiatives outlined in the Plan (*i.e.*, police services; fire services; blight removal; information technology infrastructure; and/or the City's Department of Transportation).

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects to this Request as vague as to

subparts e and i. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. Without waiver of any objections, BHAC responds that it has no documents, other than those covered by the attorney-client communication, work-product, or other applicable privilege, that Debtor does not already possess, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

2. All documents relating to any research, studies, or analysis conducted by, requested, reviewed, or received by you or on your behalf regarding any alternative to the Plan. This requests includes, but is not limited to, documents that address:

- a. The effects on you and other creditors;
- b. The cost of operating the City of Detroit;
- c. What constitutes an adequate level of City services;
- d. Levels of recovery for unsecured creditors (with or without a "Grand Bargain"¹);
- e. Comparable cities and, if applicable, the basis for concluding those cities are comparable;

¹ The Grand Bargain refers generally to the proposed agreement for private foundations and the State of Michigan to contribute approximately \$800 million to the City of Detroit in order to reduce the impact that the City's bankruptcy has on pensions and the Detroit Institute of Arts.

- f. Asset sales by the City of Detroit;
- g. Tax treatment in the short term (*i.e.*, five years), medium term (*i.e.*, twenty years), and long term (*i.e.*, forty years); and
- h. Reinvestment and restructuring initiatives (*i.e.*, police services; fire services; blight removal; information technology infrastructure; and/or the City's Department of Transportation).

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects to this Request as vague as to all subparts. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. Without waiver of any objections, BHAC responds that it has no documents, other than those covered by the attorney-client communication, work-product, or other applicable privilege, that Debtor does not already possess, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

3. All documents relating to any research, studies, or analysis conducted by, requested, reviewed, or received by you or on your behalf that address any plans or

intentions by you to challenge other creditors' claims and/or their recoveries if the Plan is confirmed. A full response will include any underlying assumptions.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. Without waiver of any objections, BHAC responds that it has no documents, other than those covered by the attorney-client communication, work-product, or other applicable privilege, that Debtor does not already possess, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

4. All documents relating to any research, studies, or analysis conducted by, requested, reviewed, or received by you or on your behalf regarding how the Plan, if confirmed, would impact your claims.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. Without waiver of any objections, BHAC responds that it has no documents, other than

those covered by the attorney-client communication, work-product, or other applicable privilege, that Debtor does not already possess, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

5. All documents relating to any research, studies, or analysis conducted by, requested, reviewed, or received by you or on your behalf regarding the financial condition of any other creditor in this bankruptcy case.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects insofar as this Request improperly seeks expert opinion. BHAC further objects to this Request as vague and ambiguous because the term “financial condition” is undefined, rendering the Request overbroad. BHAC further objects to this Request to the extent it seeks documents already in Debtor’s possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC responds that it has no documents, other than those covered by the attorney-client communication, work-

product, or other applicable privilege, that Debtor does not already possess, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

6. All documents relating to any research, studies, or analysis conducted by, requested, reviewed, or received by you or on your behalf regarding your or other creditors' projected financial condition(s) under different recovery levels.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects insofar as this Request improperly seeks expert opinion. BHAC further objects to this Request as vague and ambiguous because the term "financial condition" is undefined, rendering the Request overbroad. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. Without waiver of any objections, BHAC responds that it has no documents, other than those covered by the attorney-client communication, work-product, or other applicable privilege, that Debtor does not already possess, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

7. All documents relating to any research, studies, or analysis conducted by, requested, reviewed, or received by you or on your behalf regarding your or other creditors' projected financial condition in the event the Plan is not approved or is dismissed.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects insofar as this Request improperly seeks expert opinion. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. Without waiver of any objections, BHAC responds that it has no documents, other than those covered by the attorney-client communication, work-product, or other applicable privilege, that Debtor does not already possess, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. .

8. All documents relating to any City of Detroit debt held by you, the price you paid for that debt, and the date(s) on which you acquired said debt.

RESPONSE:

BHAC objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. Without waiver of any objections, BHAC responds that it has not acquired any such debt, and therefore has no documents that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

9. All documents relating to any City of Detroit debt sold by you, the price for which you sold it, and the date(s) on which you sold said debt.

RESPONSE:

BHAC directs the Debtor to BHAC's response to Request No. 8.

10. All documents relating to any claims by you against the City of Detroit, whether any such claims have been purchased or sold, the price at which any such claims were purchased or sold, and the date(s) on which any such claims were purchased or sold.

RESPONSE:

BHAC objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request

as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. BHAC further objects to this request as vague. Without waiver of any objections, BHAC directs the Debtor to BHAC's responses to Request No. 8, and to BHAC's Proof of Claim.

11. All documents relating to any communications between you (or on your behalf) and any government regulators (foreign or domestic) related to the City of Detroit bankruptcy, the Plan, or your City of Detroit debt holdings.

RESPONSE:

BHAC objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

12. All documents relating to any communications between you (or on your behalf) and any agencies, government entities or officials, directors, officers, agents, representatives, or employees thereof regarding the City of Detroit's

bankruptcy. This request includes, but it not limited to, any efforts to enact legislation concerning, or any effort to obtains funds for, the City of Detroit. The request includes documents relating to any such communications with:

- a. The White House;
- b. Any United States executive branch agencies or departments;
- c. The United States Congress;
- d. The Executive Office of the Governor of the State of Michigan;
- e. The State of Michigan Legislature;
- f. The City Council of the City of Detroit;
- g. The Office of the Mayor of the City of Detroit
- h. The National Association of Insurance Commissioners;
- i. Any municipal bond associations; and/or
- j. Any state or federal lobbyists.

RESPONSE:

BHAC objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objection, BHAC responds that it has not undertaken such efforts.

13. All documents relating to any communications between you (or on your behalf) and the U.S. Trustee regarding the Plan.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

14. All documents relating to any research, studies, or analysis conducted by, requested, reviewed, or received by you or on your behalf regarding the City of Detroit's future creditworthiness with or without Plan approval.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects insofar as this Request improperly seeks expert opinion. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC responds that it has no documents, other than those covered by the attorney-client communication, work-product, or other applicable privilege, that Debtor does not already possess.

15. All documents relating to any common interest agreements between you and any other City of Detroit creditors.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other

restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

16. All documents relating to any joint defense agreements between you and any other City of Detroit creditors.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

17. Any documents relating to any communications between you and any Trustee pertaining to control rights, rights to vote, direct remedies, instructions, etc.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to

documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

18. All documents relating to any research, studies, or analysis conducted by, requested, reviewed, or received by you or on your behalf regarding debt limits or post-2006 assessments related to Limited Tax General Obligations.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects insofar as this Request improperly seeks expert opinion. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC responds that it does not believe it has any documents that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds responsive to this Request, as Berkshire did not insure any of the Limited Tax General Obligations.

19. All documents relating to any notifications to any insurance carriers, or claims filed with insurance carriers, including but not limited to potential/actual malpractice or breach of fiduciary duty claims since January 1, 2004.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable and overbroad date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

20. All documents relating to any communications between you (or on your behalf) and any unions, union members, retiree associations, retiree association members, or retirees related to the City of Detroit bankruptcy or the Plan.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to

documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

21. All documents created prior to January 1, 2013, referring to any property included in the Detroit Institute of Arts, or the value of any such property in any evaluation of the City of Detroit, the creditworthiness of the City of Detroit, or the ability of the City of Detroit to pay its debts.

RESPONSE:

BHAC objects insofar as this Request improperly seeks expert opinion. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests

for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

22. All documents relied upon by any experts you intend to call to testify at the hearing regarding the Plan.

RESPONSE:

BHAC objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as an improper attempt to accelerate the deadlines in the applicable scheduling order.

23. All documents related to any analysis of "unfair discrimination" in the Plan.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects insofar as this Request improperly seeks expert opinion. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as having no restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged

documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

24. All documents related to any communications by you (or on your behalf) with any other creditor or creditor group regarding City of Detroit pensions.

RESPONSE:

BHAC objects to this Request insofar as it expressly seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

25. Your 2013 statutory annual statement.

RESPONSE:

BHAC objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects

to this Request as having no restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce its 2013 statutory annual statement.

26. All documents provided to the insurance department of your state of domicile during or relating to the years 2011, 2012, 2013, and 2014.

RESPONSE:

BHAC objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

27. All documents received from the insurance department of your state of domicile during or relating to the years 2011, 2012, 2013, and 2014.

RESPONSE:

BHAC objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to

documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

28. Your audited financial statements for the years 2011, 2012, 2013, and 2014.

RESPONSE:

BHAC objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. BHAC further objects that this Request is incomprehensible as audited financial statements for 2014 cannot exist until after 2014 ends. Without waiver of any objections, BHAC will produce its audited financial statements that are currently available.

29. All audited consolidated financial statement for the years 2011, 2012, 2013, and 2014 that include your financial information.

RESPONSE:

BHAC objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to

documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. BHAC further objects that this Request is incomprehensible as audited financial statements for 2014 cannot exist until after 2014 ends. Without waiver of any objections, BHAC directs the debtor to Berkshire Hathaway Inc's annual reports, available at: <http://www.berkshirehathaway.com/2011ar/2011ar.pdf> (for the year ended 12/31/2011), <http://www.berkshirehathaway.com/2012ar/2012ar.pdf> (for the year ended 12/31/2012), and <http://www.berkshirehathaway.com/2013ar/2013ar.pdf> (for the year ended 12/31/2013).

30. All documents relating to any communications with any accountant or actuary relating to the recognition of losses relating to the City of Detroit or its debt.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

31. All documents relating to any communications with any insurance regulator that mention or relate to the City of Detroit or its debt.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

32. All documents that identify by policyholder and CUSIP all public finance obligations on which you established a case reserve at any time during 2011, 2012, 2013, and 2014.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable time period and no other

restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

33. All documents that identify the amount of each case reserve established on any public finance obligation identified above.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable time period and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

34. All reinsurance treaties that relate to any public finance obligation identified above.

RESPONSE:

BHAC objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable time period and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as

respects the DWSD Bonds. Without waiver of any objections, BHAC states that it has no third-party reinsurance on any of its public finance obligations.

35. All commutation or settlement agreements related to any public finance obligation to which you were a party that were effective or executed during 2011, 2012, 2013, or 2014.

RESPONSE:

BHAC objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable time period and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

36. All communications with any reinsurer relating to the City of Detroit or its debt.

RESPONSE:

BHAC directs the Debtor to its response to Request No. 34.

37. All presentations to any executive team, board of directors, or committee addressing the City of Detroit or its debt.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

38. All presentations made to any insurance department addressing the City of Detroit or its debt.

RESPONSE:

BHAC further objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

39. All communications with your independent certified public accountant or accounting firm that mention the City of Detroit or its debt.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

40. All communications with the actuary who provided the statement of actuarial opinion/certification in connection with your Statutory Annual Statement for the years 2010, 2011, 2012, and that mention the City of Detroit or its debt.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC

further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

41. All documents memorializing or relating to your establishment and implementation of standards, controls, limits, guidelines or policies relating to risk assessment and risk management, including but not limited to the underwriting and surveillance of credit risks.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

42. All internal analyses, including but not limited to bid requests or underwriting reports, regarding the City of Detroit or its debt from January 1, 2004, to the present.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

43. All communications to/from internal credit committees relating to the City of Detroit or its debt from January 1, 2004, to the present.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC

further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. BHAC further objects to the Request as vague and ambiguous as to the meaning of “internal credit committees.” Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

44. All documents that relate to or memorialize underwriting relating to any City of Detroit public or structured finance obligation from January 1, 2004, to the present.

RESPONSE:

BHAC objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. BHAC further objects to the Request as vague and ambiguous as to the meaning of “internal credit committees.” Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any,

that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

45. All documents that contain underwriting policies or procedures in effect at the time that any City of Detroit public or structure finance obligation was underwritten.

RESPONSE:

BHAC objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

46. All documents that contain pricing policies or procedures in effect at the time that any City of Detroit public or structured finance obligation was underwritten from January 1, 2004, to the present.

RESPONSE:

BHAC objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to

documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

47. All documents that were reviewed or relied on in underwriting any City of Detroit public or structured finance obligation from January 1, 2004, to the present.

RESPONSE:

BHAC objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

48. All surveillance reports, or other similar documents that identify impaired credits or credits that will be closely monitored, regarding performance of municipal risk associated with the City of Detroit or its debt from January 1, 2004, to the present.

RESPONSE:

BHAC objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search. BHAC will further produce, without waiver of any objection or agreement as to relevance to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds, its surveillance reports and claims file prior to June 14, 2013 as respects the DWSD Bonds.

49. All documents that relate to or memorialize pricing relating to any City of Detroit public or structured finance obligation from January 1, 2004, to the present.

RESPONSE:

BHAC objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as

respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

50. All documents that contain loss mitigation analysis relating to the City of Detroit or its debt from January 1, 2004, to the present.

RESPONSE:

BHAC objects to this Request as unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds.

51. Any communications, including but not limited to insureds, bondholders or their Trustees, relating to the City of Detroit or its debt from January 1, 2004, to the present.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having an unreasonable date limitation and no other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

52. All documents that relate to the impact that consensual impairment of UTGOs would have on debt that is similarly situated to the City of Detroit's debt.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects insofar as this Request improperly seeks expert opinion. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to

the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC responds that it does not believe it has any documents that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds responsive to this Request, as Berkshire did not insure any of the Unlimited Tax General Obligations.

53. All documents relating to any research, studies, or analysis conducted by, requested, reviewed, or received by you or on your behalf regarding the financial condition of the City of Detroit at the time you wrote insurance pertaining to any debt related to the City of Detroit.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects insofar as this Request improperly seeks expert opinion. BHAC further objects insofar as this Request is ambiguously worded as to when any such documents were created. BHAC further objects to this Request as vague and ambiguous because the term “financial condition” is undefined, rendering the Request overbroad. BHAC further objects to this Request to the extent it seeks documents already in Debtor’s possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC

further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds

54. All documents relating to any communications by you or on your behalf regarding the financial condition of the City of Detroit at the time you wrote insurance pertaining to any debt related to the City of Detroit.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects insofar as this Request improperly seeks expert opinion. BHAC further objects insofar as this Request is ambiguously worded as to when any such documents were created. BHAC further objects to this Request as vague and ambiguous because the term “financial condition” is undefined, rendering the Request overbroad. BHAC further objects to this Request to the extent it seeks documents already in Debtor’s possession or otherwise publicly available. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request as having no date limitation or other restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce

responsive, non-privileged documents, if any, that are relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds located by a reasonably diligent search.

55. All documents referred to, reviewed, consulted, or relied on in responding to Debtor's interrogatories and not otherwise produced in response to these requests for production of documents.

RESPONSE:

BHAC objects to this Request to the extent it seeks the production of privileged documents. BHAC further objects to this Request as burdensome and otherwise not reasonably calculated to lead to the discovery of admissible evidence. BHAC further objects to this Request to the extent it seeks documents already in Debtor's possession or otherwise publicly available. BHAC further objects to this Request as seeking documents regarding Requests and Interrogatories to which BHAC has objected. BHAC further objects to this Request as having no restriction to documents relevant to the tests for whether the Plan can or should be confirmed as respects the DWSD Bonds. Without waiver of any objections, BHAC will produce responsive, non-privileged documents, if any, located by a reasonably diligent search.

Respectfully submitted,

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Dated: May 6, 2014

Co-counsel for creditor Berkshire
Hathaway Assurance Corporation